Case 01-01139-AMC Doc 1093-26 Filed 11/07/01 Page 1 of 50

000292 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES GRACE CONTAINER, SA deCV

Statement 3 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	627,667	9,896
Total	627,667	9,896

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000292 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES GRACE CONTAINER, SA deCV

Statement 4 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
DEFERRED CHARGES	-287,467	·
Total	-287,467	0

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000292 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES GRACE CONTAINER, SA deCV

Statement 5 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE INCOME TAXES PAYABLE ACCRUED CURRENT LIABILITI INDEMNITIES, PENSIONS AND INTER CORPORATE BAL. WITH	918,245 197,373 -53,354 -67,886 418,919	556,490 -113,929 51,236 -78,120 -154,441
Total	1,413,297	261,236
		===========

Case 01-01139-AMC Doc 1093-26 Filed 11/07/01 Page 4 of 50

000292 08/29/2001 Statement 6
W. R. GRACE & CO. & SUBSIDIARIES 65-0773649
GRACE CONTAINER, SA deCV

Tax Year Ended 12/31/2000

Form 5471 Page 4 Schedules

Other Net Subtractions (Schedule H, Line 2h)

Description Amount

Other Net Subtractions 3

Total

Form 5471	Info	ormation Return	of L	J.S. Pe	rsons	Wit	h	1	OMB No.	1545-0704
(Rev. January 1999)	nes	spect To Certain See sepa	rate ins	eign Co	orpor	atior	15		Flie In Duplicate	
Department of the Treasury Internal Revenue Service	Information furni section 898) (see	shed for the foreign corporation of the instructions of the instruction o	on's ann	ual accountir	ng period	(tax yea	r required	t by	(see Where To instruction	File in the
Name of person filing this	return		-7	A Identify			J 4 , Z	000	Instruction	5)
W. R. GRACE &					77364					
Number, street, & room or suite	no. (or P.O. box no.	if mail is not delivered to street add	ress)	B Categor	y of filer (S	ee page 2	of the inst	ructions	. Check app	licable
City or town, state, and ZII		D SUITE 300		box(es));		(1)	(2)	(3)	(4)	
BOCA RATON, F				C Enter the						
	1/01	, 2000, and ending 1	2/31		dat the end		iual accoun	ting per	iod	100%
D Person(s) on whose b		ation return is filed:	2/31		, 20	00				
(1) Name		(2) Addres	0		(2) Identi	£ dan ar ar a	(4) Chec	k applicab	le box(es)
(1)		(2) Addres	·		(3) Identi	iying nu	mber	Share- nolder	Officer	Director
	-									ļ
									 	ļ
Important: Fill in all appli	cable lines and s	schedules. All information MU	ST he in	the English I	anguago	All amo	unto MIII	T bo	atatad in II	C dellers
unless otherw	ise indicated.		01 50 111	the English	angaage.	All allio	unis ivio.	oi ne :	stated in U	.S. dollars
Enter the fore	ign corporation's	functional currency► Mex	ican	Peso						
1a Name and address of						b E	mployer i	dentific	ation num	ber, if any
W. R. GRACE						ļ				· · · · · · · · · · · · · · · · · · ·
ESTADO DE M	EXICO	N, SANTIAGO TIA	MGUI	STENCO					nose laws i	ncorp.
d Date of incorporation		al place of business	f Pr	incipal busin	ose activit		EXICO			
·				de number (. -			s activity MICAL	
1/30/98	MEXIC			32590	0	ı			Γ MFG	
2 Provide the following in	nformation for the	e foreign corporation's accour	nting per	iod stated ab	ove.	_ I				
a Name, address, and ic (if any) in the United S	lentifying numbe	r of branch office or agent	b If	a U.S. incom	e tax retu	rn was f	led, plea	se sho	w:	
(ii any) in the Officed 5	tates		(i) Taxable in	come or (loss)	(ii		ncome tax	
			ļ					(afte	r all credits	<u>s)</u>
C Name and address of	foreign corporati	on's statutory or resident	d Na	me and add	ress (inclu	ıdina ca	rporate d	lepartn	nent if apr	licable) of
agent in country of inco	orporation		pe	rson (or pers	sons) with	custody	of book	s & rec	ords of the	e foreian
			1	rporation, an	id the loca	ation of s	such bool	ks and	records, if	different
			G	HUERTA						
Schedule A Stoc	k of the Fore	eign Corporation								
Part I ALL Classe	s of Stock		·······							
				(b)	Number o	f shares	issued a	nd out	standing	
(a) Descr	ription of each cl	ass of stock		(i) Beginning of annual				(ii) End of annual		al
TINDEC				accounting period			accounting period			
SHARES				7,	322,	281	81		,322,	281
			-		_					
Part II Additional (To be comple	Information ted only by Cate	for PREFERRED Stock gory (1) filers for foreign pers	(onal hold	ding compan	ies,)		1			
(a) Description	of each class of I	PREFERRED stock						101) Indicate	whother
(Note: This description should match the corresponding description entered in Part I, column (a).)				o) Par value i ctional curre	110	(c) Rate of dividend			(d) Indicate whether stock is cumulative or	
description	entered in Part	r, column (a).)							noncumu	lative
			-							
······································			+							
or Paperwork Reduction	Act Notice, see	page 1 of the separate Instr	uctions					Form	5 471 (R	201. 4. 003
0 54744								1 0111	· O-11 1 (H	.ev. 1~99)

W. R. GRACE & CO. & SUBSIDIARIES

Form 5471 (Rev. 1-99) W. R. GRACE HOLDINGS

65-0773649

Page 2

(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder (Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).)	(C) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
*W. R. GRACE &CO CONN.	SHARES	7,322,281	7,322,281	
7500 GRACE DRIVE				
COLUMBIA, MD 21044				
13-5114230				
*A WHOLLY OWNED				
DOMESTIC SUBSIDIARY OF				
W. R. GRACE & CO.				
			<u></u>	
			-	
ichedule C Income Stateme	ent (See page 4 of the instructions.)			100

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

				Functional Currency	U.S. Dollars
	1a	Gross receipts or sales	1a	64,602,535.	6,823,320.
	þ	Returns and allowances	1b	1,014,391.	107,140.
	C	Subtract line 1b from line 1a	1c	63,588,144.	6,716,180.
	2	Cost of goods sold	2	40,326,638.	4,259,300.
ncome	3	Gross profit (subtract line 2 from line 1c)	3	23,261,506.	2,456,880.
	4	Dividends	4		
	5	Interest	5	-5,505,978.	-581,542.
	6	Gross rents, royalties, and license fees	6		301,342.
	7	Net gain or (loss) on sale of capital assets	7		
	8	Other income (attach schedule)	8	210,451.	22,228.
	9	Total income (add lines 3 through 8)	9	17,965,979.	1,897,566.
	10	Compensation not deducted elsewhere	10	17,303,373.	1,097,500.
	11	Rents, royalties, and license fees	11	178,280.	10.020
	12	interest	12	39,672.	18,830.
	13	Depreciation not deducted elsewhere	13	268,998.	4,190.
educ- ons	14	Depletion	14	200,998.	28,412.
<i>7</i> 113	15	Taxes (exclude provision for income, war profits, and excess profits taxes)	15	17,187.	1 015
	16	Other deductions (attach schedule exclude provision for income, war profits, and		17,187.	1,815.
		excess profits taxes)	16	20 102 150	
	17	Total deductions (add lines 10 through 16)	17	29,183,158.	3,082,327.
	18	Net income or (loss) before extraordinary items, prior period adjustments, and the		29,687,295.	3,135,574.
		provision for income, war profits, and excess profits taxes (subtract line 17			
		from line 9)	18		
t	19	Extraordinary items and prior period adjustments (see instructions)		-11,721,316.	-1,238,008.
ome	20	Provision for income, war profits, and excess profits taxes (see instructions)	19		
	_•	(see instructions)	20	5,427,642.	573,267.
	21	Current year net income or (loco) nor hooks (line 48 plus line 48 plus			
CAA		Current year net income or (loss) per books (line 18 plus line 19 minus line 20) 54712 NTF 20511	21	-17,148,958.	-1,811,275.

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08/29/2001W. R. GRACE & CO. & SUBSIDIARIES 000811

Form 5471 (Rev. 1-99)

W. R. GRACE HOLDINGS

65-0773649

Page 3

	Amount of tax		
(a) Name of country or U.S. possession	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 Mexico	1,383,188.	0.1057080	146,214
3			210,221
4			
5			
6			
7			

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

	Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	1	153,061.	72,016.
2a	Trade notes and accounts receivable.	2a	1,704,899.	
b	Less allowance for bad debts.	2b	(-214,280.)	
3	Inventories	3	389,468.	
4	Other current assets (attach schedule)SEE . STATEMENT3	4	196,487.	
5	Loans to stockholders and other related persons	5		<u> </u>
6	Investment in subsidiaries (attach schedule)	6	10,922,703.	10,536,737.
7	Other investments (attach schedule)	7	0.	0.
8a	Buildings and other depreciable assets	8a	201,498.	
b	Less accumulated depreciation	8b	(46,107.)	
9a	Depletable assets	9a	, , , ,	, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
	Less accumulated depletion	9b	()	(
10	Land (net of any amortization)	10	165,178.	163,275.
11	Intangible assets:			
а	Goodwill	11a		
b	Organization costs	11b		
С	Patents, trademarks, and other intangible assets	11c		
d	Less accumulated amortization for lines 11a, b, and c	11d	()	(
12	Other assets (attach schedule)	12	30,003.	56,549.
13	Total assets	40		
	Total assets	13	13,931,470.	14,781,792.
	Liabilities and Stockholders' Equity			
14	Accounts navable		160 600	
15	Accounts payable	14	162,690.	
16	Loans from stockholders and other related persons.			2,916,784.
17	Other liabilities (attach schedule)	16 17		14,403,100.
18	Capital stock:	17	0.	0.
_	Preferred stock.	40-		
	Common stock.	18a	774 004	
	Paid-in or capital surplus (attach reconciliation).	18b	774,024.	765,105.
	Retained earnings	19	0.	
_	Less cost of treasury stock	20	122,668.	-3,665,094.
	2000 0001 of flouduly Stoom	21	()	()
22	Total liabilities and stockholders' equity	22	13,931,470.	14.781.792
	Does the foreign corporation have an interest in a partnership or trust?			Yes X No
CAA	9 54713 NTF 20512			

W. R. GRACE & CO. & SUBSIDIARIES

W. R. GRACE HOLDINGS 65-0773649 Form 5471 (Rev. 1-99) Page 4 Current Earnings and Profits (See page 5 of the instructions. Enter the amounts on lines 1 through 5c in functional Schedule H currency.) Current year net income or (loss) per foreign books of account. -17,148,958. 2 Net adjustments made to line 1 to determine current Net Net earnings and profits according to U.S. financial and tax Additions Subtractions accounting standards (see instructions); e Charges to statutory reserves..... g Taxes.... 4,044,454. 0 SEE STMT. 7 3 4,044,454. Total net subtractions..... 1. -13,104,505. 5b C Combine lines 5a and 5b..... 5c -13,104,505. **d** Current earnings and profits in U.S. dollars (line 5c translated at the exchange rate as defined in section 989(b) and the related regulations)(see instructions)..... **5d** | -1,384,098. Enter exchange rate used for line 5d ▶ 0.1056200 Schedule I Summary of Shareholder's Income From Foreign Corporation (See page 5 of the instructions.) Earnings invested in U.S. property (line 17, Worksheet B in the instructions)..... 2 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the 3 4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D 4 5 5 6 Total of lines 1 through 5. Enter here and on your income tax return..... 6 О. 7 7 Exchange gain or (loss) on a distribution of previously taxed income. Yes No

If the answer to either question is "Yes," attach an explanation.

CAA 9 54714 NTF 20513

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SCHEDULE J (Form 5471)

Accumulated Earnings and Profits (E&P) of Controlled Foreign Corporation

(Rev. January 1999) Department of the Treasury Internal Revenue Service

Attach to Form 5471.

OMB No. 1545-0704

Name of person filing Form 5471 Identifying number W. R. GRACE & CO. & SUBSIDIARIES 65-0773649 Name of foreign corporation

	Important. Enter amounts in functional	(a) Post-1986 Undistributed Earnings (post-86	(b) Pre-1987 E&P Not Previously Taxed (pre-87	(section	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			
	currency.	section 959(c)(3) balance)	section 959(c)(3) balance)	(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	964(a) E&P (combine columns (a), (b), and (c))	
1	Balance at beginning of year	5,225,233.	12,874.				5,238,107	
2a	Current year E&P							
b	Current year deficit in E&P	13,104,505.						
3	Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	-7,879,272.	12,874.					
4	Amounts included under section 951(a) or reclassified under sec. 959(c) in current year			<u> </u>		<u> </u>		
5a	Actual distributions or reclassifications of previously taxed E&P							
b	Actual distributions of nonpreviously taxed E&P							
6a	Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.		
	Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	-7,879,272.	12,874.					
	Balance at end of year (Enter amount from line 6a or line 6b, whichever is applicable)	-7,879,272.	12,874.	0.	0.	0.	-7,866,398.	

For Paperwork Reduction Act Notice, see page 1 of the separate Instructions for Form 5471.

9 5471J1 NTF 20884 Schedule J (Form 5471) (Rev. 1-99)

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SCHEDULE M (Form 5471)

Transactions Between Controlled Foreign Corporation and Shareholders or Other Related Persons

OMB No. 1545-0704

(Rev. January 1999)
Department of the Treasury
Internal Revenue Service

► Attach to Form 5471.

Name of person filling Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Name of foreign corporation

W. R. GRACE HOLDINGS

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals (in U.S. dollars) for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). Translate all amounts from functional currency to U.S. dollars using the appropriate exchange rate for the tax year of the foreign corporation. See page 9 of the instructions.

instructions.
Enter the relevant functional currency and the exchange rate used throughout this schedule ► Mexican Peso 0.1056200 (c) Any domestic corporation or partnership controlled by U.S. person filing this return (d) Any other foreign corporation or partnership controlled by U.S. person filing this return (f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation (e) 10% or more U.S. (b) U.S. person filing this return foreign corporation (other than the U.S. person filing this return) foreign corporation 1 Sales of stock in trade (inventory)....... 2,608 2 Sales of property rights (patents, trademarks, etc.).... 3 Compensation received for technical, managerial, engineering, construction, or like services...... 4 Commissions received 5 Rents, royalties, and license fees received...... 6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income)..... 529,919. 8 Premiums received for insurance or reinsurance..... 9 Add lines 1 through 8 0 532<u>,</u>527. 0. 0. 0. 10 Purchases of stock in trade 2,370,340 (inventory)......... 112,960. 11 Purchases of tangible property other than stock in trade 12 Purchases of property rights (patents, trademarks, etc.).... 13 Compensation paid for technical, managerial, engineering, construction, or 1,097. 839,243. like services...... 15 Rents, royalties, and license 16 Dividends paid 1,136,099. **18** Add lines 10 through 17 0. 3,507,536. 0. 952,203 0 19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions . . . 5,539,340. 20 Amounts loaned (enter the maximum loan balance during

For Paperwork Reduction Act Notice, see page 1 of the instructions for Form 5471.

20,880,442

AA **9 5471M1** NTF 20515A

the year) -- see instructions .

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000811 08/29/2001

W. R. GRACE & CO. & SUBSIDIARIES W. R. GRACE HOLDINGS

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
OTHER INCOME	210,451	22,228
Total	210,451	22,228

Statement 1 65-0773649

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Statement 2

65-0773649

000811 08/29/2001

W. R. GRACE & CO. & SUBSIDIARIES

W. R. GRACE HOLDINGS

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION ADVERTISING GENERAL STATIONARY AND SU TELEPHONE COMMUNICATIONS OPERATING COSTS REPAIRS AND MAINTENANCE INSURANCE SERVICE CHARGES EXPENSE TRANSFERS OTHER DEDUCTIONS INTER CORP OTHER EXP.	155,130 154,422 78,599 221,359 443,531 56,217 89,808 144,555 12,086,891 7,882,917 7,869,729	16,385 16,310 8,302 23,380 46,846 5,938 9,486 15,268 1,276,617 832,594 831,201
Total	29,183,158	3,082,327

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000811 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES W. R. GRACE HOLDINGS

Statement 3 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	196,487	·
Total	196,487	0

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000811 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES W. R. GRACE HOLDINGS

Statement 4 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 7 -- Other Investments

Detail Description	Beginning	Ending
	0	0
Total	0	0

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000811 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES W. R. GRACE HOLDINGS

Statement 5 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
DEFERRED CHARGES NON CURRENT DEFERRED TAXE	30,003	504 56,045
Total	30,003	56,549

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000811 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES W. R. GRACE HOLDINGS Statement 6 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE INCOME TAXES PAYABLE ACCRUED CURRENT LIABILITI INTER CORPORATE BAL. WITH DEFERRED INCOME	89,176 372,065 -1,969,219 -4,584,697	258,031 76,593 -10,918 2,368,897 224,181
Total	-6,092,675	2,916,784

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Tax Year Ended 12/31/2000		
Form 5471 Page 4 Schedules		
Other Net Subtractions (Schedule H, Line 2h)		
Description	Amount	
Other Net Subtractions	· 	1
Total		1

0D24 08/29/2001 FILED PURS	SUANT TO RE	EV. PROC. 92	2-70 of II	FOR D	ORMAN	IT FOI	REIGN	COR	RPORA	TIONS
	Respect	To Certain	Fore	eign C	orpor	ation	S	- 1	le in Dup	
		► See separa the foreign corporation	ı's annı	ual accountir				ÌW	ee When here To	File in the
Name of person filing this return		ions) beginning 01/	/01	,2000 , a			31,200	0 ins	structions)
W. R. GRACE & CO					77364					
Number, street, & room or suite no. (or 5400 BROKEN SOUN			:55)	B Categor		(1)	(2)	(3)	(4)	(5) 🛛
City or town, state, and ZIP cod BOCA RATON, FL 3				C Enter the			ting stock of t ial accounting			ation 100%
Filer's tax year beginning 01/0		2000 , and ending 12	2/31			000			-	
D Person(s) on whose behalf	this information retu	ırn is filed:			T T		1000	haale.	ann lia ahl	
(1) Name		(2) Address			(3) Iden	tifying nur	nber (4) C		Officer	e box(es) Director
Immortants Fill in all and a control of	lines and a lines	a All info	The !	the Facility	lone::	All	unto MUST	be et	atod in II	C dalla
Important: Fill in all applicable unless otherwise in Enter the foreign of			or be in	tne English	ianguage	e. All amol	inis Musi	pe sia	aled in O.	5. dollars
1a Name and address of forei	. 	iai currency >				b Er	nployer ide	ntificat	tion numl	per, if any
AMICON B.V. (N ESSEBOAN 19 A, ROTTERDAM NETR	/B 2980 LJ		AN D	EN IJS	SEL	ı	ountry unde			ncorp.
d Date of incorporation	e Principal place	of business		rincipal busi ode number			incipal busi			
2/23/68	NETHERLAN	DS								
2 Provide the following informala Name, address, and identified		· ····	T-	riod stated a a U.S. incor		urn was fi	lod places	chow	,.	
(if any) in the United States	, ,	ich office of agent		(i) Taxable i					come tax	paid
NONE				(i) Taxable I	ilcome of	(1055)		(after	all credits	;)
C Name and address of forei agent in country of incorpo	· .	tutory or resident	p	ame and ad erson (or pe orporation, a	rsons) wi	th custody	of books	& reco	ords of the	e foreign
Schedule A Stock of Part I ALL Classes of	f the Foreign C	Corporation	<u> </u>					-		
Part I ALL Classes C	1 Slock			(b) Number	r of shares	s issued an	d outs	standing	
(a) Description	on of each class of s	tock		(i) Beginn		nual	(ii) End	d of annu	
COMMON										
Part II Additional Inf		REFERRED Stock		alding comp	anion)					
(a) Description of e (Note: This descriptio	ach class of PREFE	RRED stock corresponding		(b) Par valu	e in	(c) Rate	of dividend	sto) Indicate ck is cum noncum	nulative or
			-							

Form 5471		ormation Retui							OMB No.	1545-0704
(Rev. January 1999)	Res	spect To Certa	IIN FOR eparate ins		orpor	atio	ns		File in Du	plicate
	Information furni	ished for the foreign corpo	•		ng period	(tax ye	ar requ	ired by	(see Whe	n and File in the
Department of the Treasury Internal Revenue Service		e instructions) beginning							instruction	s)
Name of person filing this				A Identify	•			·		
W. R. GRACE				+_	77364					
	-	if mail is not delivered to street D SUITE 30	•	B Categor	y of filer (ns. Check app	
5400 BROKEN S		D SULIE 30			totalnarae	(1			3) (4) 2 e foreign corpo	<u> 1 (7/ F3 </u>
BOCA RATON, 1				1	d at the en					100%
	01/01	, 2000, and ending	12/31			000	inida do	- Currenty p		
D Person(s) on whose	behalf this inform	ation return is filed:								
(1) Name	9	(2) Add	dress		(3) Iden	tifvina	number		eck applicat	
		(-,			(=)			Share holde	r Officer	Director
	- 1 Volume 1888 feature									

								<u> </u>		
Important: Fill in all app	olicable lines and	schedules. All information	MUST be in	the English	language	e. All ar	nounts	MUST b	e stated in U	J.S. dollars
unless other	wise indicated.			5	5 5					
		s functional currency► N	[ether]	lands G	uilde	er				
1a Name and address of	- '					b	Employ	er ident	ification nun	nber, if any
DENAC NEDEI CHASSEVELD		•								·
4811 DH BRI		NETHERLANDS				10		y unaer HERL <i>I</i>	whose laws	incorp.
d Date of incorporation		pal place of business	f F	rincipal busi	ness activ	ity a			ess activity	
		p		ode number		, 5			HEMICA	L
7/12/78	NETH	ERLANDS		32590	0		PROI	OUCT	MFG	
2 Provide the following	information for th	ne foreign corporation's ac	counting pe	eriod stated a	bove.					
		er of branch office or agen	nt b If	a U.S. incon	ne tax ret	urn wa	s filed,	please s	how:	
(if any) in the United	States			(i) Taxable ii	ncome or	(loss)		٠,	S. income ta	•
			<u> </u>					(a	fter all credi	is)
C Name and address of	of foreign corpora	tion's statutory or resident	d N	lame and ad	dress (inc	cludina	corpor	ate depa	ntment, if an	plicable) of
agent in country of ir		,	þ	erson (or pe	rsons) wit	th cust	ody of k	ooks &	records of the	ne foreign
			°	orporation, a	ind the lo	cation	of such	books a	nd records,	if different
			L	BRYANT	•					
Schedule A Sto	ok of the Fe	reign Corporation								
Part I ALL Class		eigh Corporation								
7,22 0,000	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			(b)) Number	of sha	res issu	ed and	outstanding	
(a) De:	scription of each	class of stock		(i) Beginni					End of ann	ual
					ting perio			٠,	counting per	
ORDINARY	722					700				700
	~~~·	· · · · · · · · · · · · · · · · · · ·								
Dont II Addition	l Information	for DDEEEDSES O	An all:							<del></del>
		for PREFERRED Stategory (1) filers for foreign		oldina compa	anies )					
		f PREFERRED stock	- 5.55 rai 10	a.i.g compe				Т	د د الحالم) د د داند درا (الم)	
		atch the corresponding		(b) Par value		(c) Ra	te of div	idend /	(d) Indicate stock is cur	
	ion entered in Par		10	ınctional curr	ency	.,			noncum	
								[		

W. R. GRACE & CO. & SUBSIDIARIES

DENAC NEDERLAND B.V.

65-0773649 Page 2 Form 5471 (Rev. 1-99) Schedule B U.S. Shareholders of Foreign Corporation (See page 4 of the instructions.) (C) Number of shares held at beginning of annual accounting period (d) Number of shares held at end of annual accounting period (e) Pro rata share of subpart F income (enter as a percentage) (b) Description of each class of stock held by shareholder (a) Name, address, and identifying number of shareholder (Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).) *W. R. GRACE & CO. - CONN ORDINARY 700 700 7500 GRACE DRIVE COLUMBIA, MD 21044 13-5114230 *A WHOLLY OWNED DOMESTIC SUBSIDIARY OF W. R. GRACE & CO.

Schedule C Income Statement (See page 4 of the instructions.)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

100

				Functional Currency	U.S. Dollars
	1a	Gross receipts or sales	1a	1,359,629.	566,707.
	b	Returns and allowances	1b	90,000.	37,513.
	С	Subtract line 1b from line 1a	1c	1,269,629.	529,194.
	2	Cost of goods sold	2	696,547.	290,327.
	3	Gross profit (subtract line 2 from line 1c)	3	573,082.	238,867.
Income	4	Dividends	4		
	5	Interest	5	-8,334.	-3,474.
	6	Gross rents, royalties, and license fees	6		
	7	Net gain or (loss) on sale of capital assets	7		
	8	Other income (attach schedule)	8	2,650.	1,105.
	9	Total income (add lines 3 through 8)	9	567,398.	236,498.
	10	Compensation not deducted elsewhere	10	262,091.	109,242.
	11	Rents, royalties, and license fees	11	56,431.	23,521.
	12	Interest	12		
	13	Depreciation not deducted elsewhere	13		
Deduc- tions	14	Depletion	14		
แบกร	15	Taxes (exclude provision for income, war profits, and excess profits taxes)	15		
	16	Other deductions (attach schedule exclude provision for income, war profits, and			
		excess profits taxes)	16	-250,589.	-104,448.
	17	Total deductions (add lines 10 through 16)	17	67,933.	28,315.
	18	Net income or (loss) before extraordinary items, prior period adjustments, and the			
		provision for income, war profits, and excess profits taxes (subtract line 17	250		
		from line 9)	18	499,465.	208,183.
Net Income	19	Extraordinary items and prior period adjustments (see instructions)	19		
mcome	20	Provision for income, war profits, and excess profits taxes (see instructions)	20	-54,273.	-22,622.
	21	Current year net income or (loss) per books (line 18 plus line 19 minus line 20)	21	553,738.	230,805.

9 54712 NTF 20511

W. R. GRACE & CO. & SUBSIDIARIES

DENAC NEDERLAND B.V.

65-0773649

		Amount of tax	
(a) Name of country or U.S. possession	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
U.S.			
NETHERLANDS			
		10.00	
		***************************************	

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

	Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	1	523,237.	634,826.
	Trade notes and accounts receivable.	2a	48,529.	45,564.
	Less allowance for bad debts	2b	( -695.)	( -714.
3	Inventories	3		
4	Other current assets (attach schedule)SEE.STATEMENT.3	4	-2,482.	4,101.
5	Loans to stockholders and other related persons	5		
6	Investment in subsidiaries (attach schedule)	6		
7	Other investments (attach schedule)	7	873,700.	803,653.
8a	Buildings and other depreciable assets	8a		
	Less accumulated depreciation	8b	( )	(
	Depletable assets	9a		
	Less accumulated depletion	9b	( )	(
10	Land (net of any amortization)	10		
11	Intangible assets:			
а	Goodwill	11a	1,720,185.	1,582,275.
	Organization costs	11b		2,302,273.
	Patents, trademarks, and other intangible assets	11c		
	Less accumulated amortization for lines 11a, b, and c		(1,720,185.)	( 1,582,275.
12	Other assets (attach schedule)	12	0.	0.
13	Total assets	13	1,443,679.	1,488,858.
	Liabilities and Stockholders' Equity			1,100,030.
	Liabilities and Stockholders Equity			
14	Accounts payable	14	1,838.	6,807.
	Other current liabilities (attach schedule)	15	336,187.	221,693.
	Loans from stockholders and other related persons.	16	330,107.	-16,878.
	Other liabilities (attach schedule)	17	-89,106.	-55,380.
	Capital stock:	-	05/100.	-33,380.
а	Preferred stock	18a		
	Common stock.	18b		
	Paid-in or capital surplus (attach reconciliation).	19	1,273,823.	1,171,699.
	Retained earnings	20	-79,063.	
	Less cost of treasury stock	21	-19,003.	160,917.
-		21	)	(
22	Total liabilities and stockholders' equity	22	1,443,679.	1 400 050
	Does the foreign corporation have an interest in a partnership or trust?		1,443,0/3.	1,488,858. Yes X No
CAA	9 54713 NTF 20512			. Yes X No

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000416 08/29/2001W. R. GRACE & CO. & SUBSIDIARIES DENAC NEDERLAND B.V.

	edule H Current Earnings and Profits (See page 5 of		er the amounts on lines	Tuilot	
	currency.)				- F
	Current year net income or (loss) per foreign books of account			1	553,738
			T		
	Net adjustments made to line 1 to determine current	Net	Net		
	earnings and profits according to U.S. financial and tax	Additions	Subtractions		
	accounting standards (see instructions):				
	Capital gains or losses			[******* 	
	Depreciation and amortization			-	
С	Depletion				
	Investment or incentive allowance				
е	Charges to statutory reserves				
f	Inventory adjustments	W			
g	Taxes		54,273.		
h	Other (attach schedule)	0.	1.		e simi. 7
	Total net additions	0.			
	Total net subtractions		54,274.		
а	Current earnings and profits (line 1 plus line 3 minus line 4)		, , , , , , , , , , , , , , , , , , , ,	5a	499,464
	DASTM gain or (loss) for foreign corporations that use DASTM (see in			5b	
	Combine lines 5a and 5b			5c	499,464
d	Current earnings and profits in U.S. dollars (line 5c translated at the e		ed in section 989(b)		
	Current earnings and profits in U.S. dollars (line 5c translated at the eand the related regulations)(see instructions)	exchange rate as defin		5d	208,182
	and the related regulations)(see instructions)	exchange rate as defin			
	and the related regulations)(see instructions) Enter exchange rate used for line 5d ▶	exchange rate as defin	0.416810	ō	208,182
	and the related regulations)(see instructions)	exchange rate as defin	0.416810	ō	208,182
ich	and the related regulations)(see instructions)  Enter exchange rate used for line 5d ▶  edule: Summary of Shareholder's Income From	m Foreign Corpo	0.416810 <b>Pration</b> (See page 5 of	ō	208,182
ich	and the related regulations)(see instructions) Enter exchange rate used for line 5d ▶	m Foreign Corpo	0.416810 <b>Pration</b> (See page 5 of	the in:	208,182
ich	and the related regulations)(see instructions)	m Foreign Corpo	0 . 416810 <b>pration</b> (See page 5 of	the in:	208,182
ich	and the related regulations)(see instructions)	m Foreign Corpo	0.416810 oration (See page 5 of	the in:	208,182
ich	and the related regulations)(see instructions)	m Foreign Corpo	0.416810  oration (See page 5 of	1 2	208,182
ien	and the related regulations)(see instructions).  Enter exchange rate used for line 5d ▶  Edule S Summary of Shareholder's Income From  Subpart F income (line 40b, Worksheet A in the instructions)	m Foreign Corpo	0.416810 pration (See page 5 of	the in:	208,182
ch	and the related regulations)(see instructions).  Enter exchange rate used for line 5d ▶  Edule S Summary of Shareholder's Income From  Subpart F income (line 40b, Worksheet A in the instructions)	m Foreign Corpo	0.416810  Pration (See page 5 of scheet C in the continuous)	1 2 3	208,182
ch	and the related regulations)(see instructions).  Enter exchange rate used for line 5d ▶  Edule S Summary of Shareholder's Income From  Subpart F income (line 40b, Worksheet A in the instructions)	m Foreign Corpo	0.416810  Pration (See page 5 of scheet C in the continuous)	1 2	208,182
ch	and the related regulations)(see instructions).  Enter exchange rate used for line 5d ▶  Edule	m Foreign Corpo	0.416810  Pration (See page 5 of sheet C in the fill (line 7b, Worksheet D	1 2 3 4	208,182
ch	and the related regulations)(see instructions).  Enter exchange rate used for line 5d ▶  Edule S Summary of Shareholder's Income From  Subpart F income (line 40b, Worksheet A in the instructions)	m Foreign Corpo	0.416810  Pration (See page 5 of sheet C in the fill (line 7b, Worksheet D	1 2 3	208,182
ch	and the related regulations)(see instructions).  Enter exchange rate used for line 5d ▶  Edule 1 Summary of Shareholder's Income From  Subpart F income (line 40b, Worksheet A in the instructions)	m Foreign Corpo	0.416810  Oration (See page 5 of Sheet C in the Cline 7b, Worksheet D	1 2 3 4 5	208,182
ch	and the related regulations)(see instructions).  Enter exchange rate used for line 5d ▶  Edule	m Foreign Corpo	0.416810  Oration (See page 5 of Sheet C in the Cline 7b, Worksheet D	1 2 3 4	208,182
ich	and the related regulations)(see instructions).  Enter exchange rate used for line 5d ▶  Edule 1 Summary of Shareholder's Income From  Subpart F income (line 40b, Worksheet A in the instructions).  Earnings invested in U.S. property (line 17, Worksheet B in the instructions) Previously excluded subpart F income withdrawn from qualified investinstructions).  Previously excluded export trade income withdrawn from investment in the instructions).  Factoring income.  Total of lines 1 through 5. Enter here and on your income tax return.	m Foreign Corpo	0.416810  Oration (See page 5 of sheet C in the line 7b, Worksheet D	1 2 3 4 5 6	208,182
ech	and the related regulations)(see instructions).  Enter exchange rate used for line 5d ▶  Edule 1 Summary of Shareholder's Income From  Subpart F income (line 40b, Worksheet A in the instructions)	m Foreign Corpo	0.416810  Oration (See page 5 of sheet C in the line 7b, Worksheet D	1 2 3 4 5	208,182
ch	and the related regulations)(see instructions).  Enter exchange rate used for line 5d ▶  Edule 1 Summary of Shareholder's Income From  Subpart F income (line 40b, Worksheet A in the instructions).  Earnings invested in U.S. property (line 17, Worksheet B in the instructions) Previously excluded subpart F income withdrawn from qualified investinstructions).  Previously excluded export trade income withdrawn from investment in the instructions).  Factoring income.  Total of lines 1 through 5. Enter here and on your income tax return.	ctions) ctions) in export trade assets	0.416810  Oration (See page 5 of sheet C in the fill (line 7b, Worksheet D	1 2 3 4 5 6	208,182
ch	and the related regulations)(see instructions).  Enter exchange rate used for line 5d ▶  edule 1 Summary of Shareholder's Income From  Subpart F income (line 40b, Worksheet A in the instructions)	ctions) ctions) in export trade assets	0.416810  Oration (See page 5 of sheet C in the fill (line 7b, Worksheet D	1 2 3 4 5 6 7	208,182

CAA **9 54714** NTF 20513

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000416 08/29/2001

SCHEDULE J (Form 5471)

Accumulated Earnings and Profits (E&P) of Controlled Foreign Corporation

(Rev. January 1999) Department of the Treasury Internal Revenue Service

Attach to Form 5471.

OMB No. 1545-0704

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number 65-0773649

Name of foreign corporation

	DENAC NEDERLA	ND B.V.							
	Important. Enter amounts in functional	(a) Post-1986 Undistributed Farnings (post-86			(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)				
currency.		section 959(c)(3) balance)	section 959(c)(3) balance)	(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	964(a) E&P (combine columns (a), (b), and (c))		
1	Balance at beginning of year	1,080,032.	880,638.				1,960,670.		
2a	Current year E&P	499,464.							
b	Current year deficit in E&P								
3	Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	1,579,496.	880,638.						
4	Amounts included under section 951(a) or reclassified under sec. 959(c) in current year		·						
5a	Actual distributions or reclassifications of previously taxed E&P								
b	Actual distributions of nonpreviously taxed E&P								
6a	Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.			
	Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	1,579,496.	880,638.						
7	Balance at end of year		,						

For Paperwork Reduction Act Notice, see page 1 of the separate Instructions for Form 5471.

880,638.

,579,496.

0.

0

Schedule J (Form 5471) (Rev. 1-99)

2,460,134.

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(Enter amount from line 6a or line 6b, whichever is

9 5471J1

applicable)

#### SCHEDULE M (Form 5471)

#### Transactions Between Controlled Foreign Corporation and **Shareholders or Other Related Persons**

(Rev. January 1999) Department of the Treasury Internal Revenue Service

OMB No. 1545-0704

▶ Attach to Form 5471. Name of person filing Form 5471 Identifying number W. R. GRACE & CO. & SUBSIDIARIES 65-0773649 Name of foreign corporation

DENAC NEDERLAND B.V.

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals (in U.S. dollars) for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). Translate all amounts from functional currency to U.S. dollars using the appropriate exchange rate for the tax year of the foreign corporation. See page 9 of the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule 

Netherlands Guilder 0.4168100

(a) Transactions of foreign corporation	<b>(b)</b> U.S. person filing this return	(C) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade					
(inventory)					
2 Sales of property rights					
(patents, trademarks, etc.)					
3 Compensation received for technical, managerial, engineering, construction, or like services.			206,721.		
4 Commissions received					
5 Rents, royalties, and license					
fees received					
Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income)					
7 Interest received					
8 Premiums received for	***				
insurance or reinsurance					
9 Add lines 1 through 8	0.	0.	206 721		
10 Purchases of stock in trade	<u> </u>	0.	206,721.	0.	0
(inventory)			270 200		
11 Purchases of tangible property			278,288.		
other than stock in trade					
12 Purchases of property rights			· · · · · · · · · · · · · · · · · · ·		
(patents, trademarks, etc.)					
13 Compensation paid for technical, managerial, engineering, construction, or like services.					
14 Commissions naid					
<ul><li>14 Commissions paid</li><li>15 Rents, royalties, and license</li></ul>					
fees paid					
lees paid					
16 Dividends paid					
17 Interest paid		.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
<b>18</b> Add lines 10 through 17	0.	0.	278,288.	0.	0
19 Amounts borrowed (enter the					
maximum loan balance during					
the year) see instructions			126,030.		
20 Amounts loaned (enter the					
maximum loan balance during					
the year) see instructions					
For Paperwork Reduction Act Notice,	see page 1 of the In	structions for Form 5	A71	Schodulo M /For	n 5471) (Rev. 1-99

For Paperwork Reduction Act Notice, see page 1 of the Instructions for Form 5471.

CAA 9 5471M1 NTF 20515A

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000416 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES DENAC NEDERLAND B.V.

Statement 1 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars		
OTHER INCOME	2,650	1,105		
Total	2,650	1,105		

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000416 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES DENAC NEDERLAND B.V.

Statement 2 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars		
PROFESSIONAL, CORPORATION GENERAL STATIONARY AND SU TELEPHONE COMMUNICATIONS EXPENSE TRANSFERS OTHER DEDUCTIONS	196,303 3,254 32,623 -492,076 9,307	81,821 1,356 13,598 -205,102 3,879		
Total	-250,589	-104,448		

### Case 01-01139-AMC Doc 1093-26 Filed 11/07/01 Page 27 of 50

000416 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES DENAC NEDERLAND B.V. Statement 3 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	-2,482	4,101
Total	-2,482	4,101

### Case 01-01139-AMC Doc 1093-26 Filed 11/07/01 Page 28 of 50

000416 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES DENAC NEDERLAND B.V.

Statement 4 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 7 -- Other Investments

Detail Description	Beginning	Ending
INVEST. IN CONSOL. SUBS MISCELLANEOUS INVESTMENTS	757,652 116,048	696,909 106,744
Total	873,700	803,653

### Case 01-01139-AMC Doc 1093-26 Filed 11/07/01 Page 29 of 50

000416 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES DENAC NEDERLAND B.V. Statement 5 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE INCOME TAXES PAYABLE ACCRUED CURRENT LIABILITI INTER CORPORATE BAL. WITH	8,675 247,106 46,778 33,628	18,082 168,466 53,210 -18,065
Total	336,187	221,693

### Case 01-01139-AMC Doc 1093-26 Filed 11/07/01 Page 30 of 50

000416 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES DENAC NEDERLAND B.V. Statement 6 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
NON CURRENT DEFERRED TAX	-89,106	-55,380
Total	-89,106	-55,380

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000416 08/29/2001 Statement 7
W. R. GRACE & CO. & SUBSIDIARIES 65-0773649
DENAC NEDERLAND B.V.

Tax Year Ended 12/31/2000

Form 5471 Page 4 Schedules

Other Net Subtractions (Schedule H, Line 2h)

Description Amount

Other Net Subtractions 1

Total

_______

Form <b>5471</b>		ormation Return							OMB No.	1545-0704
-	Res	spect To Certain	Fore	eign C	orpo	ratio	ns		File in Du	plicate
(Rev. January 1999)	Information furn	► See separ ished for the foreign corporation	r <b>ate inst</b> n's anni	ructions. Ial accountir	na perioa	d (tax ve	ar redi	ired by	(see Wher	
Department of the Treasury Internal Revenue Service	section 898) (se	e instructions) beginning 01	/01	,2000, a	and endi	ng 12	2/31	2000	Where To instructions	
Name of person filing this	s return			A Identify	ing num	ber			•	
W. R. GRACE					7736					
5400 BROKEN	SOUND BLV	. if mail is not delivered to street addr 7D. – SUITE 300	ess)	box(es)):	-	(1	ı) 🛮 (	2) [ (	ons. Check app 3)	(5) 🛚
City or town, state, and Z				}					e foreign corpo	
	FL 33487 01/01	, 2000, and ending 1.	2/21			0 0 0 0	annualac	counting p	eriod	100%
D Person(s) on whose			2/31		, ᠘	000				
								(4) Ch	eck applicab	le box(es)
(1) Name	<b>)</b>	(2) Address	i		(3) Ider	ntifying	number	Share holde		Director
						******				
<b>*</b>	**									
								-		<del> </del>
Important: Fill in all and	alicable lines and	schedules. All information MUS	T he in	the Fuelish		- All		MALIOT 6		0 1-11
	rwise indicated.	scriedules. All illioithation wos	or be in	the English	ianguag	e. Ali ai	nounts	WU31 D	e stated in O	.S. dollars
Enter the fo	reign corporation'	's functional currency► Net:	herl	ands G	uild	er				
1a Name and address of		tion				b	Emplo	yer ident	ification num	ber, if any
STORM VAN I		ID33E 04							,	
C/O J.M.P. 1827PA ALKI		RAAT 24 NETHERLANDS				C		•	whose laws i	incorp.
d Date of incorporation		pal place of business	f Pr	incipal busir	noce acti	vity (7		HERLA	ess activity	
,		Jul place of business		de number		VILY 9			EMICAL	ı
7/1/55	NETH	ERLANDS		32590	0			DUCT		-
		he foreign corporation's accoun								
a Name, address, and (if any) in the United		er of branch office or agent	<b>b</b> If	a U.S. incon	ne tax re	turn wa	s filed,	please sl	how:	
NONE	States			(i) Taxable income or (loss)				(ii) U.S. income tax p (after all credits)		
NONE								(alter all credits)		
							ŀ			
C Name and address of agent in country of in		tion's statutory or resident	pe co	erson (or per	rsons) wi	ith custo	ody of t	ooks & ı	rtment, if apprecords of the nd records, i	e foreign
Schedule A Sto	ck of the Fo	reign Corporation								
Part I ALL Class		g., oo.polation								
				(b)	Numbe	r of sha	res issu	ed and	outstanding	
(a) Des	scription of each of	class of stock		(i) Beginni	-				End of annu	
COMMON			-	account	ing perio			acc	counting peri	
COMMON						78	5			78
		for PREFERRED Stock tegory (1) filers for foreign person		ding compa	nies.)					
(Note: This des		f PREFERRED stock atch the corresponding t I, column (a).)	,	<b>b)</b> Par value		(c) Ra	te of div	vidend	(d) Indicate stock is cum noncumi	ulative or
For Paperwork Reduction	n Act Notice, se	e page 1 of the separate instr	uctions	) <b>.</b>				F	orm <b>5471</b> (	Rev. 1-99)

W. R. GRACE & CO. & SUBSIDIARIES

Form 5471 (Rev. 1-99) STORM VAN BENTEM

65-0773649

Page 2

Schedule B U.S. Shareholde	rs of Foreign Corporation (See page 4 of the	instructions )	· · · · · · · · · · · · · · · · · · ·	rage Z
(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder (Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).)	(C) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
*W.R.GRACE &COCONN	COMMON	78	78	<del> </del>
7500 GRACE DRIVE				1
COLUMBIA, MD 21044				†
13-5114230				1
*A WHOLLY OWNED				<del></del>
SUBSIDIARY OF				-
W.R. GRACE & CO.				1
				1
		-		
				-
				-
				1
				1
			-	
				100
Schedule C Income Statemer	t (See page 4 of the instructions )	<u> </u>		100

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

				Functional Currency	U.S. Dollars
	1a	Gross receipts or sales	1a		
	b		1b		
	C	Subtract line 1b from line 1a	1c	0.	0.
	2	Cost of goods sold	2		<u> </u>
Income	3	Gross profit (subtract line 2 from line 1c)	3	0.	0.
modifie	4	Dividends	4		
	5	Interest	5	44,909.	18,719.
	6	Gross rents, royalties, and license fees	6	,,,,,,,	10,715.
	7	Net gain or (loss) on sale of capital assets	7		
	8	Other income (attach schedule)	8	0.	0.
	9	Total income (add lines 3 through 8)	9	44,909.	18,719.
	10	Compensation not deducted elsewhere	10	25,539.	10,645.
	11	Rents, royalties, and license fees	11		20,013.
	12	Interest	12		
Deduc-	13	Depreciation not deducted elsewhere	13		
tions	14	Depletion	14		
	15	Taxes (exclude provision for income, war profits, and excess profits taxes)	15		
	16	Other deductions (attach schedule exclude provision for income, war profits, and			
		excess profits taxes)	16	-25,538.	-10,645.
	17	Total deductions (add lines 10 through 16)	17	1.	0.
	18	Net income or (loss) before extraordinary items, prior period adjustments, and the	0000		
		provision for income, war profits, and excess profits taxes (subtract line 17			
Net		from line 9)	18	44,908.	18,719.
Income	19	Extraordinary items and prior period adjustments (see instructions)	19	==/200.	10,715.
	20	Provision for income, war profits, and excess profits taxes (see instructions)	20	2,188,801.	912,314.
	21	Current year net income or (loss) per books (line 18 plus line 19 minus line 20)	21	-2,143,893.	903 505
CAA	9 !	54712 NTF 20511		4,143,093.	-893,595.

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000740 08/29/2001W. R. GRACE & CO. & SUBSIDIARIES

STORM VAN BENTEM 65-0773649

		Amount of tax	
(a)  Name of country or U.S. possession	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
<b>1</b> U.S.		andra	
2 NETHERLANDS	13,473.	0.4168100	5,616
3			
4			
5			
6			
7			

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

	Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	1	232,300.	125,049.
2a	Trade notes and accounts receivable	2a		
b	Less allowance for bad debts	2b	( -102.)	(-2,291.)
3	Inventories	3		
4	Other current assets (attach schedule)	4	25.	0.
5	Loans to stockholders and other related persons	5		
6	Investment in subsidiaries (attach schedule)	6		
7	Other investments (attach schedule)	7	0.	0.
8a	Buildings and other depreciable assets	8a		
b	Less accumulated depreciation	8b	( )	( )
9a	Depletable assets	9a	·	
b	Less accumulated depletion.	9b	( )	( )
10	Land (net of any amortization)	10		<u> </u>
11	Intangible assets:			
а	Goodwill	11a		
b	Organization costs	11b		
С	Patents, trademarks, and other intangible assets	11c		
	Less accumulated amortization for lines 11a, b, and c	11d	( )	( )
12	Other assets (attach schedule).	12	0.	0.
13	Total assets	13	232,427.	127,340.
	Liabilities and Stockholders' Equity			
14	Accounts payable	14		12,196.
15	Other current liabilities (attach schedule) S.E.E STAT.EMENT 3	15	-649,853.	208,083.
16	Loans from stockholders and other related persons	16	-458,716.	-421,940.
17	Other liabilities (attach schedule)	17	0.	0.
18	Capital stock:			
а	Preferred stock	18a		
b	Common stock	18b	17,890.	16,456.
19	Paid~in or capital surplus (attach reconciliation)	19	739,762.	680,454.
20	Retained earnings	20	583,344.	-367,909.
21	Less cost of treasury stock	21	( )	()
22	Total liabilities and stockholders' equity	22	232,427.	127,340.
	Does the foreign corporation have an interest in a partnership or trust?		<del></del>	
CAA	9 54713 NTF 20512			

CAA **9 54713** NTF 20512

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000740 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES

For	m 5471 (Rev. 1-99)		65-0773649	ı	
1011		at the instructions. F.			Page 4
1244	Current Earnings and Profits (See page 5 currency.)	of the instructions, Er	iter the amounts on lines	1 throu	ugh 5c in functional
1	Current year net income or (loss) per foreign books of account				
	, and a country par foreign books of account.	• • • • • • • • • • • • • • • • • • •		1	-2,143,893.
2	Net adjustments made to line 1 to determine current				
	earnings and profits according to U.S. financial and tax	Net	Net		
	accounting standards (see instructions):	Additions	Subtractions		
а	Capital gains or losses				
b					
С					
d	Investment or incentive allowance				
е					
f	Inventory adjustments				
g		2 175 200			
_	Other (attach schedule) SEE . STATEMENT . 4	2,175,328.			
3	Total net additions	1.	0.		
4	Total net subtractions	2,175,329.			
5a	Current earnings and profits (line 1 plus line 3 minus line 4)		0.		
b	DASTM gain or (loss) for foreign corporations that use DASTM (see it		************	5a	31,436.
С	Combine lines 5a and 5b.	nstructions)		5b	
d	Current earnings and profits in U.S. dollars (line 5c translated at the			5c	31,436.
	and the related regulations)(see instructions)	excriange rate as defir	ied in section 989(b)		
	Enter exchange rate used for line 5d ▶			5d	13,103.
Sc	hedule I Summary of Shareholder's Income From	m Foreign Com	0.416810	)	
	The state of the s	ii roreign corpc	ration (See page 5 of	the inst	tructions.)
1	Subpart F income (line 40b, Worksheet A in the instructions)				
	(and the manufactions)	* * * * * * * * * * * * * * * * * * * *		1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instruc	ations)			
3	Previously excluded subpart F income withdrawn from qualified inves	stroomte (line Ole Marel		2	
	instructions)	aments (line 65, work	sneet C in the	_	
4	Previously excluded export trade income withdrawn from investment		di	3	
	in the instructions)	in export trade assets	(line /b, worksheet D		
			• • • • • • • • • • • • • • • • • • • •	4	
5	Factoring income			_ 1	
	3		• • • • • • • • • • • • • • • • • • • •	5	
6	Total of lines 1 through 5. Enter here and on your income tax return .			_	
	the same of the same and on your median.			6	0.
7	Dividends received (translated at spot rate on payment date under se	-M 000 (1.272)		_	
	The second distributed at spot rate on payment date under se	ction 989(b)(1))		7	
8	Exchange gain or (loss) on a distribution of previously taxed income.				
	5 3 The Coop of a distribution of previously taxed income.			8	
· w	as any income of the foreign corporation blocked?				Yes No
D	/as any income of the foreign corporation blocked?	• • • • • • • • • • • • • • • • • • • •			
the	id any become unblocked during the tax year (see section 964(b))? answer to either question is "Yes," attach an explanation.				∐ 🛛
	and the state question is res, attach an explanation.				

#### SCHEDULE J (Form 5471)

# Accumulated Earnings and Profits (E&P) of Controlled Foreign Corporation

(Rev. January 1999) Department of the Treasury Internal Revenue Service

► Attach to Form 5471.

OMB No. 1545-0704

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number 65-0773649

Name of foreign corporation

	Important. Enter	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P
	amounts in functional currency.			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	(combine columns (a), (b), and (c))
1	Balance at beginning of year	-1,250,228.					-1,250,228
2a	Current year E&P	31,436.					
b	Current year deficit in E&P						
3	Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	-1,218,792.					
4	Amounts included under section 951(a) or reclassified under sec. 959(c) in current year						
5a	Actual distributions or reclassifications of previously taxed E&P						
b	Actual distributions of nonpreviously taxed E&P						
6a	Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.		0.	
b	Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	-1,218,792.	0.				
7	Balance at end of year (Enter amount from line 6a or line 6b, whichever is	1 210 702	0	0	0	0	_1 218 792

For Paperwork Reduction Act Notice, see page 1 of the separate Instructions for Form 5471.

0.

-1,218,792.

Schedule J (Form 5471) (Rev. 1-99)

0.

0.

-1,218,792.

CAA 9 5471J1 NTF 20884

applicable)

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### SCHEDULE M (Form 5471)

## Transactions Between Controlled Foreign Corporation and Shareholders or Other Related Persons

(Rev. January 1999) Department of the Treasury Internal Revenue Service

Attach to Form 5471.

OMB No. 1545-0704

Identifying number 65-0773649

Name of foreign corporation STORM VAN BENTEM

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals (in U.S. dollars) for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). Translate all amounts from functional currency to U.S. dollars using the appropriate exchange rate for the tax year of the foreign corporation. See page 9 of the instructions

Enter the relevant functional currency and the exchange rate used throughout this schedule 
Netherlands Guilder 0.4168100 (c) Any domestic corporation or partnership controlled by U.S. person filing this return (f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation (d) Any other foreign (e) 10% or more U.S. hareholder of controlled (a) Transactions corporation or partnership controlled by U.S. person filing this return (b) U.S. person filing this return foreign corporation (other than the U.S. foreign corporation rson filing this return) 1 Sales of stock in trade (inventory)...... 2 Sales of property rights (patents, trademarks, etc.). . . . 3 Compensation received for technical, managerial, engineering, construction, or like services...... 4 Commissions received . . . . . . 5 Rents, royalties, and license fees received..... 6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income)..... 9,941 8 Premiums received for insurance or reinsurance..... 9 Add lines 1 through 8 . . . . . . 0 0 9,941 0. 0. 10 Purchases of stock in trade (inventory)..... 11 Purchases of tangible property other than stock in trade . . . . . 12 Purchases of property rights (patents, trademarks, etc.). . . . 13 Compensation paid for technical, managerial, engineering, construction, or 14 Commissions paid. . . . . . . . . . . 15 Rents, royalties, and license fees paid..... 18 Add lines 10 through 17 . . . . . 0 0. 0 . 0. 0 19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions . . . 20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions 458,561

For Paperwork Reduction Act Notice, see page 1 of the instructions for Form 5471.

9 5471M1 NTF 20515A

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000740 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES STORM VAN BENTEM

Statement 1 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION TELEPHONE COMMUNICATIONS EXPENSE TRANSFERS	45,345 6,255 -77,138	18,900 2,607 -32,152
Total	-25,538	-10,645

## Case 01-01139-AMC Doc 1093-26 Filed 11/07/01 Page 39 of 50

000740 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES STORM VAN BENTEM

Statement 2 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	25	
Total	25	0

# Case 01-01139-AMC Doc 1093-26 Filed 11/07/01 Page 40 of 50

000740 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES STORM VAN BENTEM Statement 3 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
INCOME TAXES PAYABLE ACCRUED CURRENT LIABILITI OTHER CURRENT LIABILITIES INTRA CORPORATE	-951,187 250,743 70,262	-5,186 203,512
INTER CORPORATE BAL. WITH	-19,790	9,757
Total	-649,853	208,083

## Case 01-01139-AMC Doc 1093-26 Filed 11/07/01 Page 41 of 50

000740 08/29/2001 Statement 4
W. R. GRACE & CO. & SUBSIDIARIES 65-0773649
STORM VAN BENTEM

Tax Year Ended 12/31/2000
Form 5471 Page 4 Schedules
Other Net Additions (Schedule H, Line 2h)

Description Amount
Adj. T/B to agree with GAAP income 1
Total 1

Form <b>5471</b>		ormation Return							OMB No.	1545-0704
	Res	spect To Certain		•	orpora	atior	ıs		File In Du	plicate
(Rev. January 1999)	Information furn	See sepa ished for the foreign corporation			a neriod (	ítav vea	r requi	red by	(see Wher	and
Department of the Treasury Internal Revenue Service		e instructions) beginning 01/			nd ending			2000	Where To instruction	File in the s)
Name of person filing this				A Identify	Ing numb	er				
W. R. GRACE & CO. & S	SUBSIDIARIES			65-0773						
Number, street, & room or suit	te no. (or P.O. box no.	ıf mail is not delivered to street add	ress)	<b>B</b> Category	y of filer (s	ee page 2				licable
5400 BROKEN SOUND BLV				box(es)):		(1)	(2	<u>,                                    </u>	<del>,</del>	<del>                                     </del>
City or town, state, and Z	IP code			C Enter the						ration
BOCA RATON, FL 33487				you owne	d at the end		nual acc	ounting pe	riod 100	.000000%
	01/01	, 2000 , and ending 13	2/31		, 2000	0				
D Person(s) on whose	Denail this inform	alion return is liled:						(A) Cho	ok applicab	lo hov(oo)
(1) Name	(1) Name (2) Address				(3) Identi	ifying nu	mber	Share- holder	ck applicab	Director
								holder	Officer	Director
Note: The second										<b></b>
										<u> </u>
					<del></del>					
Important: Fill in all apr	olicable lines and	schedules. All information <b>MU</b> :	ST be in	the English	language	Ail amo	unte N	AUST be	stated in I	I S. dollars
	rwise indicated.	sonedates. All momation wo	O. De iii	tric Linguistri	ianguage.	All allic	unto n	1001 00	s stated in C	.J. donais
_		s functional currency ▶ v.s.	Dollar							
1a Name and address of						b E	mploy	er identif	ication num	ber, if any
W.R. GRACE N.V. (1	NETH.)									, ,
DE RUYTERKADE 62,						CC	ountry	under v	vhose laws	incorp.
CURACAO, NETHERLAI	NDS ANTILLES					N	ETHER	LANDS A	NTILLES	
d Date of incorporation	e Princip	oal place of business		incipal busin		ty <b>g</b> P	rincipa	al busine	ss activity	
			co	de number (	(NEW)					
07/10/80		ANDS ANTILLES				I	NACTI	VE		
		ne foreign corporation's accoun	nting per	iod stated al	oove.					
		er of branch office or agent	<b>b</b> If	a U.S. incom	ne tax retu	rn was	filed, p	lease sh	ow:	
(if any) in the United	States			(i) Taxable income or (los					.S. income tax paid after all credits)	
NONE								(aft		
C Name and address a	f farainn agus aus		al v		J					
agent in country of ir		tion's statutory or resident		ame and add erson (or per						
,				rporation, a	,		•			
			CODI	P. ACCOUNTI	INC C/O	w D /	ים א כים			
			COR	. ACCOUNT	ing, c/o	N.R. C	KACE	α CU.		
Schedule A Sto	ck of the Fo	reign Corporation	1							
Part I ALL Class	ses of Stock									
				(b)	Number o	of share	s issue	ed and o	utstanding	
(a) Des	scription of each o	class of stock		(i) Beginniı				(ii) I	End of annu	ıal
				accounti	ng period			acco	ounting peri	iod
COMMON						200				200
		The state of the s		ur.						
		for PREFERRED Stoc tegory (1) filers for foreign pers		ding compa	nies.)					
		PREFERRED stock							/al\   m all = - * :	
		atch the corresponding	1 7	<b>b)</b> Par value		c) Rate	of divi		( <b>d)</b> Indicate stock is cum	
	on entered in Par		fur	nctional curre	ency (	.,			noncum	
		- 1/10								
For Paperwork Reduction	n Act Notice, se	e page 1 of the separate inst	ructions		<u> </u>		***	Fo	rm <b>5471</b> (	Rev. 1-99

W. R. GRACE & CO. & SUBSIDIARIES

W.R. GRACE N.V. (NETH.)

65-0773649

Form 5471 (Rev. 1-99)	ACE N.V. (NETH.)	65-0773	3649	Page 2
Schedule B U.S. Shareholde	rs of Foreign Corporation (See page 4 of the	instructions.)		
(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder (Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).)	(C) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
*W.R. GRACE & CO-CONN 7500 GRACE DRIVE COLUMBIA, MD 21044 13-5114230	COMMON	200	200	
*A WHOLLY OWNED  DOMESTIC SUBSIDIARY  OF W.R. GRACE & CO.				
				-
Schedule C Income Stateme	nt (See page 4 of the instructions.)			100

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

				Functional Currency	U.S. Dollars
	1a	Gross receipts or sales	1a		-
		Returns and allowances	1b		
	С	Subtract line 1b from line 1a	1c	0.	0.
	2	Cost of goods sold	2		
	3	Gross profit (subtract line 2 from line 1c)	3	0.	0.
Income	4	Dividends	4		
	5	Interest	5		
	6	Gross rents, royalties, and license fees	6		
	7	Net gain or (loss) on sale of capital assets	7		
	8	Other income (attach schedule)	8	0.	0.
	9	Total income (add lines 3 through 8)	9	0.	0.
	10	Compensation not deducted elsewhere	10		
	11	Rents, royalties, and license fees	11		
	12	Interest	12		
	13	Depreciation not deducted elsewhere	13		
Deduc- tions	14	Depletion	14		
110115	15	Taxes (exclude provision for income, war profits, and excess profits taxes)	15		
	16	Other deductions (attach schedule exclude provision for income, war profits, and	1		
		excess profits taxes)	16	0.	0.
	17	Total deductions (add lines 10 through 16)	17	0.	0.
	18	Net income or (loss) before extraordinary items, prior period adjustments, and the			<u></u>
		provision for income, war profits, and excess profits taxes (subtract line 17			
		from line 9)	18	0.1	0.
Net	19	Extraordinary items and prior period adjustments (see instructions)	19		
Income	20	Provision for income, war profits, and excess profits taxes (see instructions)	20		
					*
	21	Current year net income or (loss) per books (line 18 plus line 19 minus line 20)	21	0.	0.

000641 08/29/2001W. R. GRACE & CO. & SUBSIDIARIES

W.R. GRACE N.V. (NETH.)

65-0773649

	15471 (Rev. 1-99) W.R. GRACE N.V. (NET			65-0773649		Page 3
Sc	hedule E Income, War Profits, and Excess Pro	fits Taxes Paid or	Accr	ued (See page 4 of	instr	uctions.)
			Α	mount of tax		
	(a) Name of country or U.S. possession	(b) In foreign currency	С	(c) onversion rate	ı	(d) n U.S. dollars
_1	U.S.		10000			
_2	NETHERLANDS ANTILLES		1			0.
_3						
_4						
_5						
_6						
_7						
_8_	Total			▶		0.
Sc	hedule F Balance Sheet					
Impo	ortant: Report all amounts in U.S. dollars prepared and translated in	accordance with U.S. G	AAP.	See instructions for a	n ex	ception for DASTM
corp	orations.					
	Assets			(a)	. [	(b) End of annual
	ASSUS			Beginning of annua accounting period	'   a	iccounting period
1	Cash		1			
2a	Trade notes and accounts receivable		2a			
b	Less allowance for bad debts		2b	(	) (	
3	Inventories		3			
4	Other current assets (attach schedule)		4	0		0.
5	Loans to stockholders and other related persons		5	81,570,108		0.
6	Investment in subsidiaries (attach schedule)		6			
7	Other investments (attach schedule)		7	0		0.
8a	Buildings and other depreciable assets		8a		Ť	
b	Less accumulated depreciation		8b	(	) (	
9a	Depletable assets		9a		Ť	
b	Less accumulated depletion		9b	(	) (	
10	Land (net of any amortization)		10		1	
11	Intangible assets:				$\top$	
а	Goodwill		11a			
b	Organization costs		11b		$\top$	
С	Patents, trademarks, and other intangible assets		11c			
d	Less accumulated amortization for lines 11a, b, and c		11d	(	) (	
12	Other assets (attach schedule)		12	0		0.
					1	
13	Total assets		13	81,570,108		0.
	Liabilities and Stockholders' Equity					
			10000			
14	Accounts payable		14			
15	Other current liabilities (attach schedule) S.E.E . S.T.	'ATEMENT1	15	58,548		0.
16	Loans from stockholders and other related persons		16			
17	Other liabilities (attach schedule)		17	0		0.
18	Capital stock:					
a	Preferred stock		18a			
b	Common stock		18b	20,000		
19	Paid-in or capital surplus (attach reconciliation)		19	76,980,000		0.
20	Retained earnings		20	4,511,560		
21	Less cost of treasury stock		21	(	) (	
22	Total liabilities and stockholders' equity		22	81,570,108		0.
	Does the foreign corporation have an interest in a partnership or tru	ust?				Yes X No

# Case 01-01139-AMC Doc 1093-26 Filed 11/07/01 Page 45 of 50

000641 08/29/2001W. R. GRACE & CO. & SUBSIDIARIES

			er the amounts on lines	1 through	h 5c in function
	currency.)				
Curre	nt year net income or (loss) per foreign books of account			1	
	djustments made to line 1 to determine current	Net	Net		
	igs and profits according to U.S. financial and tax	Additions	Subtractions		
	nting standards (see instructions):				
a Capit	al gains or losses				
	ciation and amortization			]	
	tion			_	
	ment or incentive allowance				
	es to statutory reserves			_	
	ory adjustments			4	
	(attack acts duly)				
	(attach schedule)	0.	0 .	-	
	net additions	0.		4	
	net subtractions		0.		
DAST	nt earnings and profits (line 1 plus line 3 minus line 4)			5a	- · · · · · · · · · · · · · · · · · · ·
Comb	M gain or (loss) for foreign corporations that use DASTM (see in	istructions)	• • • • • • • • • • • • • • • • • • • •	5b	
Curro	ine lines 5a and 5b			5c	
and th	nt earnings and profits in U.S. dollars (line 5c translated at the e	xchange rate as define	ed in section 989(b)	1 1	
anu n		-	• /	1 1	
	e related regulations)(see instructions)			5d	(
Enter	exchange rate used for line 5d	• • • • • • • • • • • • • • • • • • • •	1.000000	0	(
Enter	exchange rate used for line 5d ▶	• • • • • • • • • • • • • • • • • • • •	1.000000	0	
Enter chedul	exchange rate used for line 5d  Summary of Shareholder's Income From	n Foreign Corpo	1.000000 (ation (See page 5 of	the instru	
Enter chedul	exchange rate used for line 5d	n Foreign Corpo	1.000000 (ation (See page 5 of	0	
Enter c <b>hedu</b> l Subpa	exchange rate used for line 5d Summary of Shareholder's Income From	n Foreign Corpo	1.00000 (See page 5 of	the instru	
Enter Chedul Subpa Earnir	exchange rate used for line 5d Summary of Shareholder's Income From  In F income (line 40b, Worksheet A in the instructions)	n Foreign Corpor	1.00000 (See page 5 of	the instru	
Enter Chedul Subpa Earnir Previo	exchange rate used for line 5d Summary of Shareholder's Income From  In F income (line 40b, Worksheet A in the instructions)	n Foreign Corpor	1.00000 (ration (See page 5 of	the instru	
Enter Chedul Subpa Earnir Previo	exchange rate used for line 5d Summary of Shareholder's Income From  It F income (line 40b, Worksheet A in the instructions)  It gs invested in U.S. property (line 17, Worksheet B in the instructions)  Usely excluded subpart F income withdrawn from qualified investions)	n Foreign Corpor	1.00000 ration (See page 5 of	the instru	
Subpa Earnir Previo instruc Previo	Summary of Shareholder's Income From  It F income (line 40b, Worksheet A in the instructions)  gs invested in U.S. property (line 17, Worksheet B in the instructions)  usly excluded subpart F income withdrawn from qualified investions)  usly excluded export trade income withdrawn from investment in	n Foreign Corpor	1.00000  Tation (See page 5 of the page 5 of	the instru	
Subpa Earnir Previo instruc Previo	exchange rate used for line 5d Summary of Shareholder's Income From  It F income (line 40b, Worksheet A in the instructions)  It gs invested in U.S. property (line 17, Worksheet B in the instructions)  Usely excluded subpart F income withdrawn from qualified investions)	n Foreign Corpor	1.00000  Tation (See page 5 of the page 5 of	the instru	
Subpa Subpa Earnir Previo instruc Previo in the	Summary of Shareholder's Income From  It F income (line 40b, Worksheet A in the instructions)  gs invested in U.S. property (line 17, Worksheet B in the instructions)  usly excluded subpart F income withdrawn from qualified investions)  usly excluded export trade income withdrawn from investment instructions)	n Foreign Corporations)tments (line 6b, Works	1.00000  Tation (See page 5 of the seed of	the instru	
Subpa Subpa Earnir Previo instruc Previo in the	Summary of Shareholder's Income From  It F income (line 40b, Worksheet A in the instructions)  gs invested in U.S. property (line 17, Worksheet B in the instructions)  usly excluded subpart F income withdrawn from qualified investions)  usly excluded export trade income withdrawn from investment in	n Foreign Corporations)tments (line 6b, Works	1.00000  Tation (See page 5 of the seed of	the instru	
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Enter Chedul Subpa Earnir Previo instruc Previo in the	Summary of Shareholder's Income From  It F income (line 40b, Worksheet A in the instructions)  gs invested in U.S. property (line 17, Worksheet B in the instructions)  usly excluded subpart F income withdrawn from qualified investions)  usly excluded export trade income withdrawn from investment instructions)	n Foreign Corpor	1.00000  Tation (See page 5 of the seed of	the instru	uctions.)
Enter Chedul Subpa Earnir Previous Instruct Previous In the Factor	Summary of Shareholder's Income From  It F income (line 40b, Worksheet A in the instructions)  gs invested in U.S. property (line 17, Worksheet B in the instructions)  usly excluded subpart F income withdrawn from qualified investions)  usly excluded export trade income withdrawn from investment instructions)  ng income  If lines 1 through 5. Enter here and on your income tax return	n Foreign Corporations). tments (line 6b, Works	1.00000 ration (See page 5 of	1 2 3 4 5 6	uctions.)
Enter Chedul Subpa Earnir Previous Instruct Previous In the Factor	Summary of Shareholder's Income From  It F income (line 40b, Worksheet A in the instructions)  gs invested in U.S. property (line 17, Worksheet B in the instructions)  usly excluded subpart F income withdrawn from qualified investions)  usly excluded export trade income withdrawn from investment instructions)  ng income	n Foreign Corporations). tments (line 6b, Works	1.00000 ration (See page 5 of	the instru	
Enter Chedul Subpa Earnir Previot instruct Previot in the Factor Total of	Summary of Shareholder's Income From  It F income (line 40b, Worksheet A in the instructions)  gs invested in U.S. property (line 17, Worksheet B in the instructions)  usly excluded subpart F income withdrawn from qualified investions)  usly excluded export trade income withdrawn from investment instructions)  ng income  f lines 1 through 5. Enter here and on your income tax return  ands received (translated at spot rate on payment date under se	n Foreign Corporations)tments (line 6b, Works)n export trade assets (	1.00000  ration (See page 5 of the page 5 of	1 2 3 4 5 6 7	uctions.)
Enter Chedul Subpa Earnir Previot instruct Previot in the Factor Total of	Summary of Shareholder's Income From  It F income (line 40b, Worksheet A in the instructions)  gs invested in U.S. property (line 17, Worksheet B in the instructions)  usly excluded subpart F income withdrawn from qualified investions)  usly excluded export trade income withdrawn from investment instructions)  ng income  If lines 1 through 5. Enter here and on your income tax return	n Foreign Corporations)tments (line 6b, Works)n export trade assets (	1.00000  ration (See page 5 of the page 5 of	1 2 3 4 5 6	uctions.)
Enter Subpa Earnir Previotinstruct Previotin the Factor Total of Divide Excha	Summary of Shareholder's Income From  It F income (line 40b, Worksheet A in the instructions)  gs invested in U.S. property (line 17, Worksheet B in the instructions)  usly excluded subpart F income withdrawn from qualified investions)  usly excluded export trade income withdrawn from investment instructions)  flines 1 through 5. Enter here and on your income tax return  ands received (translated at spot rate on payment date under se	n Foreign Corporations)tments (line 6b, Works)n export trade assets (	1.00000  (ation (See page 5 of the page 5)  (heet C in the line 7b, Worksheet D	1 2 3 4 5 6 7 8	ves
Enter  Subpa  Earnir Previous Instruct Previous In the  Factor  Total of  Divide  Excha	Summary of Shareholder's Income From  It F income (line 40b, Worksheet A in the instructions)  gs invested in U.S. property (line 17, Worksheet B in the instructions)  usly excluded subpart F income withdrawn from qualified investions)  usly excluded export trade income withdrawn from investment instructions)  ng income  f lines 1 through 5. Enter here and on your income tax return  ands received (translated at spot rate on payment date under se	n Foreign Corporations)tments (line 6b, Works)n export trade assets (	1.00000  (ation (See page 5 of the page 5)  (heet C in the line 7b, Worksheet D	1 2 3 4 5 6 7 8	Yes

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SCHEDULE J (Form 5471)

## Accumulated Earnings and Profits (E&P) of Controlled Foreign Corporation

(Rev. January 1999) Department of the Treasury Internal Revenue Service

Attach to Form 5471.

OMB No. 1545-0704

Name of person filing Form 5471 identifying number W. R. GRACE & CO. & SUBSIDIARIES 65-0773649 Name of foreign corporation

	W.R. GRACE N.V.	(NETH.)										
	Important. Enter amounts in functional	(a) Post-1986 Undistributed Earnings (post-86	(b) Pre-1987 E&P Not Previously Taxed (pre-87	(c) Previou (section	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)					viously Taxed E&P (see instructions) ctions 959(c)(1) and (2) balances)		(d) Total Section 964(a) E&P
	currency.	section 959(c)(3) balance)	section 959(c)(3) balance)	(i) Earnings Invested ir. U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	(combine columns (a), (b), and (c))					
1	Balance at beginning of year	-3,542,613.				11,609,277.	8,066,664.					
2a	Current year E&P											
b	Current year deficit in E&P											
3	Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	-3,542,613.										
4	Amounts included under section 951(a) or reclassified under sec. 959(c) in current year			<u></u>	**************************************							
5a	Actual distributions or reclassifications of previously taxed E&P					11,609,277.						
b	Actual distributions of nonpreviously taxed E&P	-3,542,613.										
6a	Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.						
	Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	0.	0.									
7	Balance at end of year (Enter amount from line 6a or line 6b, whichever is applicable)	0.	0.	0.	0.	0.	0.					

For Paperwork Reduction Act Notice, see page 1 of the separate Instructions for Form 5471.

9 5471J1 NTF 20884 Schedule J (Form 5471) (Rev. 1-99)

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### SCHEDULE M (Form 5471)

## Transactions Between Controlled Foreign Corporation and Shareholders or Other Related Persons

(Rev. January 1999) . Department of the Treasury Internal Revenue Service

Attach to Form 5471.

OMB No. 1545-0704

Name of person filing Form 5471 Identifying number W. R. GRACE & CO. & SUBSIDIARIES 65-0773649 Name of foreign corporation

W.R. GRACE N.V. (NETH.)

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals (in U.S. dollars) for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). Translate all amounts from functional currency to U.S. dollars using the appropriate exchange rate for the tax year of the foreign corporation. See page 9 of the instructions

Enter the relevant functional currency and the exchange rate used throughout this schedule V.S. Dollar 1.0000000 (c) Any domestic corporation or partnership controlled by U.S. person filing this return (d) Any other foreign corporation or partnership controlled by U.S. person filing this return (f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation (e) 10% or more U.S. (a) Transactions (b) U.S. person filing this return foreign corporation foreign corporation (other than the U.S. person filing this return) of foreign corporation 1 Sales of stock in trade (inventory)...... 2 Sales of property rights (patents, trademarks, etc.). . . . 3 Compensation received for technical, managerial, engineering, construction, or like services....... 4 Commissions received . . . . . . 5 Rents, royalties, and license fees received...... 6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income). . . . . 8 Premiums received for insurance or reinsurance..... 9 Add lines 1 through 8 . . . . . . . 0 0 0 0 0. 10 Purchases of stock in trade (inventory)..... 11 Purchases of tangible property other than stock in trade . . . . . 12 Purchases of property rights (patents, trademarks, etc.).... 13 Compensation paid for technical, managerial, engineering, construction, or like services..... 14 Commissions paid..... 15 Rents, royalties, and license 16 Dividends paid . . . . . . . . . . . . . . . . . 18 Add lines 10 through 17 . . . . 0. 0. 0 Ω ٥. 19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions . . . 20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions . 81,570,108

For Paperwork Reduction Act Notice, see page 1 of the instructions for Form 5471.

9 5471M1 NTF 20515A

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000641 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES W.R. GRACE N.V. (NETH.) Statement 1 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
INCOME TAXES PAYABLE INTER CORPORATE BAL. WITH	58,548	59,000 -59,000
Total	58,548	0

0008TA 08/52/500T

Form <b>5471</b>		ormation Retu							0	MB No. 1	545-0704
(Rev. January 1999)	Res	spect To Certa	IIII FOI eparate ins		orpoi	ratio	ns		F	lle in Dup	olicate
Department of the Treasury Internal Revenue Service	Information furn	ished for the foreign corpore instructions) beginning	ration's anr	ual accountii	ng period	l (tax ye	ear requ	ired by	Ìίλ	see When here To	File in the
Name of person filing this		o madadana, bagiii iiig	01/01	A Identify			7 3 1	200	<u> </u>	istractions	·/
W. R. GRACE 8	£ CO. & S	UBSIDIARIES		65-0	77364	49					
		if mail is not delivered to street		<b>B</b> Categor	ry of filer (	See pag	e 2 of the	instruct	ions.	Check appl	cable
		D SUITE 30	0	box(es)):		(1	<u>,                                    </u>	_,	(3)	(4) X	(5) 🛚
City or town, state, and Z BOCA RATON, I			C Enter the								
	01/01	, 2000, and ending	12/31		ed at the en	od of its a	innual ac	counting	perio	d	100%
D Person(s) on whose					, 21	000					
(1) Name		(2) Add	Irono		(2) Idan	*I6.11				applicabl	e box(es)
(1) Name		(2) Add	11622		(3) Iden	ullying i	number	Shar hold	re- ler	Officer	Director
		- 1		=	<u> </u>			-			
								+			
unless other	wise indicated. eign corporation'	schedules. All information I s functional currency N				r					S. dollars
GRACE (NZ)								, ,			- O., u.i.y
20 MOHUIA C		_				С	Countr	y unde	who	se laws i	ncorp.
PORIRUA, NE			le -	<del></del>		_		ZEA			
d Date of incorporation	e Princip	pal place of business		rincipal busir ode number		rity <b>g</b>	Princip			•	
1/16/98	NEW 2	ZEALAND		325900 OTHER CHEMICAL PRODUCT MFG							
2 Provide the following	information for th	ne foreign corporation's acc	counting pe					3001			
a Name, address, and	identifying numbe	er of branch office or agent		a U.S. incon		urn wa	s filed, _l	olease s	show	r:	
(if any) in the United	States			(i) Taxable in	ncome or	/ii) 11			.S. income tax paid		
				(i) Taxable income or (loss)				(after all credits)			
C Name and address o agent in country of in		ion's statutory or resident	p	lame and adderson (or per orporation, a	rsons) wit nd the loo	h custo	dy of b	ooks &	reco	ords of the	foreian
Schedule A Sto	ck of the For	eign Corporation									
Part I ALL Class	es of Stock										
				(b)	Number	of shar	es issu	ed and	outs	tanding	
	cription of each o	lass of stock		(i) Beginnii account	ng of ann ing period					d of annua	
ORDINARY	- 3:					100					100
Part II Additiona (To be comp	I Information leted only by Cat	for PREFERRED Streegory (1) filers for foreign p	ock personal ho	lding compa	.nies.)						
		PREFERRED stock							/ <i>4</i> /	Indicate	whother
(Note: This desc		atch the corresponding		(b) Par value nctional curre		( <b>c)</b> Rat	e of div	idend	stoc	Indicate k is cumu noncumu	ılative or
	<del></del>								-		
					1						

W. R. GRACE & CO. & SUBSIDIARIES

GRACE (NZ) LTD.

Form 5471 (Rev. 1-99)	GRACE (NZ			65-077364	9	Page 2
Schedule B L	J.S. Sharehold	ers of Foreign Corporation	1 (See page 4 of the	instructions.)	-	
(a) Name, addres number of s		(b) Description of each class of sto (Note: This description should m description entered in Schedule	ock held by shareholder atch the corresponding	(C) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
W. R. GRACE & CO. 7500 GRACE DRIVE	- CONN.			100	100	
COLUMBIA, MD 21044			· · · · · · · · · · · · · · · · · · ·			
13-5114230					<del></del> -	
*A WHOOLY OWNED						
DOMESTIC SUBSIDIAR	У					
OF W. R. GRACE & C	0.					
				_		
		1		1 1		

Schedule C Income Statement (See page 4 of the instructions.)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

100

				Functional Currency	U.S. Dollars
Income	1a		1a	3,728,220.	1,679,153.
	b	Returns and allowances	1b	963.	434.
	С	Subtract line 1b from line 1a	1c	3,727,257.	1,678,719.
	2	Cost of goods sold	2	2,179,239.	981,507.
	3	Gross profit (subtract line 2 from line 1c)	3	1,548,018.	697,212.
	4	Dividends	4		
	5	Interest	5	-12,167.	-5,480.
	6	Gross rents, royalties, and license fees	6	,	
	7	Net gain or (loss) on sale of capital assets	7		
	8	Other income (attach schedule)	8	413.	186.
	9	Total income (add lines 3 through 8)	9	1,536,264.	691,918.
Deduc- tions	10	Compensation not deducted elsewhere	10	194,781.	87,727.
	11	Rents, royalties, and license fees	11	104,626.	47,122.
	12	Interest	12	101,020.	17,122.
	13	Depreciation not deducted elsewhere	13	41,858.	18,852.
	14	Depletion	14	12,030.	10,032.
	15	Taxes (exclude provision for income, war profits, and excess profits taxes)	15	12,752.	5,743.
	16	Other deductions (attach schedule exclude provision for income, war profits, and		12,732.	5,743.
		excess profits taxes)	16	357,096.	160,833.
	17	Total deductions (add lines 10 through 16)	17	711,113.	320,277.
Net Income	18	Net income or (loss) before extraordinary items, prior period adjustments, and the	1000		320,277.
		provision for income, war profits, and excess profits taxes (subtract line 17			
		from line 9)	18	825,151.	371,641.
		Extraordinary items and prior period adjustments (see instructions)	19	323,131.	3/1,041.
		Provision for income, war profits, and excess profits taxes (see instructions)	20	403,200.	181,597.
		, , , , , , , , , , , , , , , , , , , ,		303,200.	101,357.
	21	Current year net income or (loss) per books (line 18 plus line 19 minus line 20)	21	421,951.	190,044.